

**EXHIBIT E**

**MONTHLY FEE STATEMENTS**



THOMAS O. KELLY III  
Partner  
(612) 492-6029  
FAX (612) 340-2868  
kelly.tom@dorsey.com

February 20, 2013

**VIA FEDERAL EXPRESS**

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Larren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Kenneth H. Eckstein and  
Douglas H. Mannal

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
Attn: Kenneth S. Ziman and  
Jonathan H. Hofer

Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, 21st Floor  
New York, NY 10004  
Attn: Tracy Hope Davis, Linda A. Riffkin,  
and Brian S. Masumoto

Kirkland & Ellis  
601 Lexington Avenue  
New York, NY 10022  
Attn: Richard M. Cieri and Ray C. Schrock

Re: *In re Residential Capital, LLC, et al.*  
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Order"), enclosed please find Dorsey & Whitney LLP's monthly fee statements for the period January 1, 2013 through January 31, 2013 (the "Statements"), which were served with a copy of this on the parties listed in paragraph (a) of the Order, on February 20, 2013.

In the absence of a timely objection, the Debtors shall pay \$12,072.60, consisting of the sum of (a) \$12,072.60, an amount equal to 80% of the fees (\$12,072.60 = \$15,090.75 x 0.80) and (b) 100% of the expenses (\$0.00) being requested in the Statement.

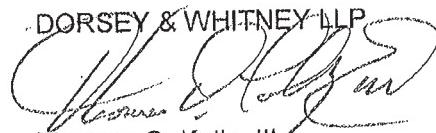


February 20, 2013

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Objections to the Statements are due by date that is the later of (1) 20 days after the date of service, or (2) the 40<sup>th</sup> day following the end of the month for which compensation is sought.

Sincerely,

DORSEY & WHITNEY LLP  
  
Thomas O. Kelly, III  
Partner

Encl.  
cc: Tammy Hamzehpour



MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

February 19, 2013  
Invoice No. 1855511

Client-Matter No.: 355050-00361  
1941Stichting Pensioenfonds ABP

**For Legal Services Rendered Through January 31, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$2,909.70
<b>Total For Current Invoice</b>	<b>\$2,909.70</b>

For your convenience, please mail payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:  
Dorsey & Whitney LLP  
P.O. Box 1680  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

**Please make reference to the invoice number**

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

February 19, 2013  
Invoice No. 1855511

**Client-Matter No: 355050-00361**

**1941Stichting Pensioenfonds ABP**  
**Client No.: 719458**

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**For Legal Services Rendered Through January 31, 2013**

01/02/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding motion to dismiss
01/03/13	J. Langdon	54.90	0.10	17	Review key bankruptcy filings
01/04/13	J. Langdon	109.80	0.20	17	Draft memorandum regarding motion to dismiss
01/08/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding motion to dismiss
01/10/13	J. Langdon	54.90	0.10	17	Review orders regarding stay
01/15/13	J. Langdon	109.80	0.20	17	Review key bankruptcy filings
01/15/13	J. Langdon	54.90	0.10	17	Memorandum to R. Fons regarding status of government investigation
01/17/13	J. Langdon	109.80	0.20	17	Review key docket entries
01/23/13	J. Langdon	54.90	0.10	17	Review filings regarding automatic stay

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Residential Funding Company, LLC  
 Client-Matter No.: 355050-00361  
 Invoice No.: 1855511

February 19, 2013  
 Page 2

01/23/13	J. Langdon	54.90	0.10	17	Review order for pretrial scheduling conference
01/24/13	J. Langdon	164.70	0.30	17	Review decision on motion to amend
01/24/13	J. Langdon	164.70	0.30	17	Draft memoranda regarding briefing schedule
01/25/13	J. Langdon	109.80	0.20	17	Telephone conferences with counsel for Ally Financial regarding briefing schedule
01/25/13	J. Langdon	1,098.00	2.00	17	Review amended complaint
01/29/13	J. Langdon	109.80	0.20	17	Telephone conferences with underwriters' counsel regarding scheduling of motion to dismiss
01/29/13	J. Langdon	54.90	0.10	17	Review key bankruptcy filings
01/29/13	J. Langdon	109.80	0.20	17	Memoranda to and from A. Brantingham regarding pretrial issues
01/30/13	J. Langdon	164.70	0.30	17	Draft memoranda regarding court conference on briefing schedule
01/31/13	J. Langdon	54.90	0.10	17	Review court order regarding pretrial conference
01/31/13	J. Langdon	109.80	0.20	17	Draft memorandum regarding motion to dismiss
<b>Total Hours</b>		<b>5.30</b>			
				<b>Total for Legal Fees</b>	<b>\$2,909.70</b>
				<b>Total This Invoice</b>	<b>\$2,909.70</b>

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Residential Funding Company, LLC  
Client-Matter No.: 355050-00361  
Invoice No.: 1855511

February 19, 2013  
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### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	5.30	549.00	2,909.70
<b>Total all Timekeepers</b>		<b>5.30</b>		<b>2,909.70</b>

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MINNEAPOLIS OFFICE  
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(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

February 19, 2013  
Invoice No. 1855513

Client-Matter No.: 355050-00368  
John Hancock Life Insurance Company, et al

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For Legal Services Rendered Through January 31, 2013

**INVOICE TOTAL**

Total For Current Legal Fees	\$549.00
<b>Total For Current Invoice</b>	<b>\$549.00</b>

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:  
Dorsey & Whitney LLP  
P.O. Box 1680  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

**Please make reference to the invoice number**

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

February 19, 2013  
Invoice No. 1855513

**Client-Matter No: 355050-00368**

**John Hancock Life Insurance Company, et al**

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**For Legal Services Rendered Through January 31, 2013**

01/04/13	J. Langdon	109.80	0.20	17	Draft memorandum regarding motion to dismiss
01/18/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding briefing
01/21/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding briefing
01/22/13	J. Langdon	164.70	0.30	17	Draft memoranda regarding opposition brief
01/23/13	J. Langdon	54.90	0.10	17	Review correspondence to court regarding briefing
<b>Total Hours</b>		<b>1.00</b>			
				<b>Total for Legal Fees</b>	<b>\$549.00</b>
				<b>Total This Invoice</b>	<b>\$549.00</b>

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Residential Funding Company, LLC  
Client-Matter No.: 355050-00368  
Invoice No.: 1855513

February 19, 2013  
Page 2

### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	1.00	549.00	549.00
<b>Total all Timekeepers</b>		<b>1.00</b>		<b>549.00</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

February 18, 2013  
Invoice No. 1855292

Client-Matter No.: 479140-00003  
ResCap Treasury General

**For Legal Services Rendered Through January 31, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$4,003.65
<b>Total For Current Invoice</b>	<b>\$4,003.65</b>

For your convenience, please mail payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:  
Dorsey & Whitney LLP  
P.O. Box 1080  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

**Please make reference to the invoice number**

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

February 18, 2013  
Invoice No. 1855292

**Client-Matter No: 479140-00003**

**ResCap Treasury General**

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**For Legal Services Rendered Through January 31, 2013**

01/02/13	E. Hulsebos	405.45	1.70	7	Begin drafting second interim fee application
01/04/13	E. Hulsebos	71.55	0.30	7	Review email from E. Richards regarding billing practices
01/07/13	E. Hulsebos	238.50	1.00	7	Continue drafting second interim fee application
01/09/13	E. Hulsebos	333.90	1.40	7	Continue drafting fee application
01/09/13	J. Langdon	274.50	0.50	17	Telephone conference with J. Ruckdaschel and B. Smith regarding attorney-client privilege issues
01/10/13	E. Hulsebos	23.85	0.10	7	Telephone conference with L. Shaw regarding billing
01/10/13	S. Heim	40.50	0.10	3	Conference with T. Kelly regarding indenture covenant reporting compliance in bankruptcy

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GMAC ResCap  
 Client-Matter No.: 479140-00003  
 Invoice No.: 1855292

February 18, 2013  
 Page 2

01/10/13	T. Kelly	49.05	0.10	4	Review emails regarding obligation to post financials
01/10/13	T. Kelly	98.10	0.20	4	Conferences with J. Ruckdaschel, S. Heim regarding same
01/11/13	T. Kelly	196.20	0.40	4	Telephone conference with J. Ruckdaschel, L. Gregerson, and B. Smith regarding excess proceed question
01/18/13	E. Hulsebos	262.35	1.10	7	Continue drafting fee application
01/22/13	E. Hulsebos	453.15	1.90	7	Draft Supplement to Declaration of T. Kelly
01/23/13	E. Hulsebos	23.85	0.10	4	Conference with T. Kelly regarding side letter release
01/23/13	T. Kelly	147.15	0.30	1	Review document regarding initial funding facilities and telephone conference with J. Ruckdaschel regarding same and conference with E. Hulsebos regarding side letter
01/24/13	E. Hulsebos	357.75	1.50	4	Draft side letter release
01/24/13	J. Mikhailevich	91.80	0.30	7	Review Supplement to Declaration of T. Kelly in preparation for filing
01/24/13	J. Mikhailevich	122.40	0.40	7	Draft notice of filing of Supplement to Declaration and file and serve on the relevant parties
01/25/13	T. Kelly	98.10	0.20	4	Review side-letter to ICL termination agreement
01/28/13	E. Hulsebos	119.25	0.50	4	Revise side letter
01/28/13	E. Hulsebos	23.85	0.10	4	Email T. Kelly and J. Ruckdaschel regarding side letter
01/29/13	E. Hulsebos	572.40	2.40	7	Draft second interim fee application

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GMAC ResCap  
 Client-Matter No.: 479140-00003  
 Invoice No.: 1855292

February 18, 2013  
 Page 3

<b>Total Hours</b>	<b>14.60</b>	
		<b>Total for Legal Fees</b> <b>\$4,003.65</b>
		<b>Total This Invoice</b> <b>\$4,003.65</b>

### Timekeeper Summary

<b>Timekeeper</b>	<b>Class</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
E. Hulsebos	Associate	12.10	238.50	2,885.85
J. Mikhailevich	Associate	0.70	306.00	214.20
S. Heim	Partner	0.10	405.00	40.50
T. Kelly	Partner	1.20	490.50	588.60
J. Langdon	Partner	0.50	549.00	274.50
<b>Total all Timekeepers</b>		<b>14.60</b>		<b>4,003.65</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

## STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

February 19, 2013  
Invoice No. 1855516

Client-Matter No.: 479140-00005  
Business Lending Workout Matters

**For Legal Services Rendered Through January 31, 2013****INVOICE TOTAL**

Total For Current Legal Fees	\$7,353.90
<b>Total For Current Invoice</b>	<b>\$7,353.90</b>

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

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Minneapolis, MN 55480-1680

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800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

February 19, 2013  
Invoice No. 1855516

**Client-Matter No: 479140-00005**

**Business Lending Workout Matters**

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**For Legal Services Rendered Through January 31, 2013**

01/02/13 J. Stilson	56.70	0.20	17	(Nationwide) Revise tolling agreement with PKF
01/02/13 J. Stilson	28.35	0.10	17	(Nationwide) Circulate tolling agreement to PKF's counsel for final sign-off
01/02/13 J. Stilson	28.35	0.10	17	(Nationwide) Communications with PKF counsel regarding tolling agreement
01/02/13 J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding FBI subpoena
01/02/13 J. Langdon	164.70	0.30	17	(Nationwide) Draft memoranda regarding discovery issues
01/03/13 J. Langdon	54.90	0.10	17	(Nationwide) Review bankruptcy docket
01/03/13 J. Langdon	164.70	0.30	17	(Nationwide) Review files regarding FBI subpoena
01/03/13 J. Langdon	164.70	0.30	17	(Nationwide) Draft memoranda

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GMAC ResCap  
 Client-Matter No.: 479140-00005  
 Invoice No.: 1855516

February 19, 2013  
 Page 2

					regarding discovery issues
01/04/13	S. Marsden	283.50	0.70	17	(Spectrum) Conference with N. Kaplan and L. Washburn regarding Embley loss
01/04/13	J. Langdon	109.80	0.20	17	(Nationwide) Telephone conferences and memoranda regarding tolling agreement with accountants
01/04/13	J. Langdon	54.90	0.10	17	(Nationwide) Draft memoranda regarding status of demand to carrier
01/04/13	J. Langdon	109.80	0.20	17	(Nationwide) Memoranda to T. Denis regarding GMAC Mortgage subpoena
01/04/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding California case strategy
01/07/13	S. Marsden	81.00	0.20	17	(Spectrum) Review and respond to correspondence with U.S. Attorney
01/07/13	S. Marsden	121.50	0.30	17	(Spectrum) Review email regarding Kosinski spreadsheet
01/07/13	S. Marsden	202.50	0.50	17	(Spectrum) Telephone conference with L. Washburn regarding Kosinski spreadsheet
01/07/13	J. Langdon	219.60	0.40	17	(Nationwide) Review correspondence from insurer denying claim
01/07/13	J. Langdon	54.90	0.10	17	(Nationwide) Memoranda from and to J. Stilson regarding correspondence from insurer denying claim
01/08/13	S. Marsden	202.50	0.50	17	(Spectrum) Conference with N. Kosinski regarding sharing loss calculation spreadsheet
01/08/13	J. Langdon	54.90	0.10	17	(Nationwide) Review pleadings

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GMAC ResCap  
 Client-Matter No.: 479140-00005  
 Invoice No.: 1855516

February 19, 2013  
 Page 3

01/09/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding insurance claims against Nationwide carrier
01/10/13	S. Marsden	121.50	0.30	17	(Spectrum) Conference with N. Kosinski
01/10/13	S. Marsden	81.00	0.20	17	(Spectrum) Email to S. Thorley
01/10/13	J. Langdon	109.80	0.20	17	(Nationwide) Memoranda from and to J. Jorgenson regarding individual loan
01/11/13	L. McGlinn	106.65	0.30	17	(Nationwide) Review trial time line and communication with J. Langdon regarding status and future course of proceeding
01/11/13	S. Marsden	202.50	0.50	17	(Spectrum) Conference with S. Thorley
01/11/13	J. Langdon	109.80	0.20	17	(Nationwide) Memoranda to D. Horst regarding loan documents
01/11/13	J. Langdon	109.80	0.20	17	(Nationwide) Memoranda from and to L. McGlinn regarding California trial issues
01/15/13	J. Stilson	425.25	1.50	17	(Nationwide) Review PKF documents for purpose of identifying documents to suggest PKF liability
01/15/13	J. Langdon	109.80	0.20	17	(Nationwide) Memorandum to opposing counsel regarding California trial
01/15/13	J. Langdon	54.90	0.10	17	(Nationwide) Memoranda to and from J. Stilson
01/15/13	J. Langdon	164.70	0.30	17	(Nationwide) Prepare notes regarding upcoming discovery
01/15/13	J. Langdon	109.80	0.20	17	(Alliance) Memoranda to and from L. Marinuzzi regarding property of estate issue

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GMAC ResCap  
 Client-Matter No.: 479140-00005  
 Invoice No.: 1855516

February 19, 2013  
 Page 4

01/16/13	J. Stilson	85.05	0.30	17	(Nationwide) Conference with J. Langdon regarding Nationwide - PKF, insurers, and Pennsylvania action
01/16/13	J. Stilson	170.10	0.60	17	(Nationwide) Review PKF documents
01/16/13	J. Langdon	164.70	0.30	17	(Nationwide) Conference with J. Stilson regarding upcoming tasks in California action
01/16/13	J. Langdon	164.70	0.30	17	(Nationwide) Draft memoranda regarding summary judgment in Pennsylvania action
01/18/13	J. Langdon	109.80	0.20	17	(Nationwide) Memoranda to and from opposing counsel in California action
01/18/13	J. Langdon	109.80	0.20	17	(Nationwide) Outline potential settlement strategy
01/21/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding California discovery
01/22/13	J. Stilson	510.30	1.80	17	(Nationwide) Review PKF documents
01/22/13	J. Langdon	219.60	0.40	17	(Nationwide) Telephone conference with A. Cooper regarding discovery and potential for settlement
01/23/13	J. Langdon	109.80	0.20	17	(Alliance) Memoranda to and from L. Marinuzzi regarding status of request
01/23/13	J. Langdon	54.90	0.10	17	(Nationwide) Review filings in Nationwide bankruptcy proceeding
01/24/13	S. Marsden	607.50	1.50	17	(Spectrum) Conference with S. Thorley
01/24/13	J. Langdon	54.90	0.10	17	(Alliance) Memoranda to and from L. Marinuzzi regarding status of

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GMAC ResCap  
Client-Matter No.: 479140-00005  
Invoice No.: 1855516

February 19, 2013  
Page 5

					request for assistance on servicing distributions
01/24/13	J. Langdon	54.90	0.10	17	(Nationwide) Draft memoranda regarding trial schedule
01/28/13	J. Langdon	54.90	0.10	17	(Nationwide) Telephone conference with opposing counsel regarding Pennsylvania action discovery
01/30/13	J. Langdon	109.80	0.20	17	(Nationwide) Telephone conference with D. Axelrod of U.S. Attorney's Office
01/30/13	J. Langdon	54.90	0.10	17	(Nationwide) Memorandum to D. Axelrod regarding D. Breschi deposition
01/30/13	J. Langdon	109.80	0.20	17	(Nationwide) Memorandum to L. McGlinn regarding trial preparation in California action
01/31/13	J. Langdon	164.70	0.30	17	(Nationwide) Memoranda from and to D. Axelrod regarding D. Breschi deposition exhibits
01/31/13	C. Miller	40.50	0.20	17	(Nationwide) Query document management database
01/31/13	C. Miller	101.25	0.50	17	(Nationwide) Prepare Breschi exhibits for delivery to D. Axelrod
<b>Total Hours</b>		<b>17.40</b>			
				<b>Total for Legal Fees</b>	<b>\$7,353.90</b>
				<b>Total This Invoice</b>	<b>\$7,353.90</b>

### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Stilson	Associate	4.60	283.50	1,304.10

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.



GMAC ResCap  
Client-Matter No.: 479140-00005  
Invoice No.: 1855516

February 19, 2013  
Page 6

<b>Timekeeper</b>	<b>Class</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
L. McGinn	Other Attorney	0.30	355.50	106.65
S. Marsden	Partner	4.70	405.00	1,903.50
J. Langdon	Partner	7.10	549.00	3,897.90
C. Miller	Paralegal	0.70	202.50	141.75
<b>Total all Timekeepers</b>		<b>17.40</b>		<b>7,353.90</b>

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC Mortgage LLC  
c/o Skylar F. Hanson  
Legal Department  
Ally Financial, Inc.  
8400 Normandale Lake Blvd. Suite 250  
Minneapolis, MN 55437

February 19, 2013  
Invoice No. 1855604

Client-Matter No.: 483413-00007  
Victor Hugo Arteaga

---

**For Legal Services Rendered Through January 31, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$274.50
<b>Total For Current Invoice</b>	<b>\$274.50</b>

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:  
Dorsey & Whitney LLP  
P.O. Box 1080  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

**Please make reference to the invoice number**

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC Mortgage LLC  
c/o Skylar F. Hanson  
Legal Department  
Ally Financial, Inc.  
8400 Normandale Lake Blvd. Suite 250  
Minneapolis, MN 55437

February 19, 2013  
Invoice No. 1855604

**Client-Matter No: 483413-00007**

**Victor Hugo Arteaga**  
**Client Reference #: 35107**

---

**For Legal Services Rendered Through January 31, 2013**

01/24/13	J. Langdon	109.80	0.20	17	Review correspondence from V. Arteaga regarding credit report
01/24/13	J. Langdon	54.90	0.10	17	Letter to V. Arteaga acknowledging complaint
01/25/13	J. Langdon	54.90	0.10	17	Memoranda to and from D. Horst regarding follow-up on reporting to credit agencies
01/31/13	J. Langdon	54.90	0.10	17	Memoranda from and to P. Zellmann regarding credit reporting
<b>Total Hours</b>		<b>0.50</b>			
					<b>Total for Legal Fees</b> <b>\$274.50</b>
					<b>Total This Invoice</b> <b>\$274.50</b>

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GMAC Mortgage LLC  
Client-Matter No.: 483413-00007  
Invoice No.: 1855604

February 19, 2013  
Page 2

### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	0.50	549.00	274.50
<b>Total all Timekeepers</b>		<b>0.50</b>		<b>274.50</b>

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THOMAS O. KELLY III  
(612) 492-6029  
kelly.tom@dorsey.com

March 20, 2013

**VIA FEDERAL EXPRESS**

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Larren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Kenneth H. Eckstein and  
Douglas H. Mannal

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
Attn: Kenneth S. Ziman and  
Jonathan H. Hofer

Re: In re Residential Capital, LLC, et al.  
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Order"), enclosed please find Dorsey & Whitney LLP's monthly fee statements for the period February 1, 2013 through February 28, 2013 (the "Statements"), which were served with a copy of this on the parties listed in paragraph (a) of the Order, on March 20, 2013.

In the absence of a timely objection, the Debtors shall pay \$6,825.56, consisting of the sum of (a) \$6,802.56, an amount equal to 80% of the fees (\$6,802.56 = \$8,503.20 x 0.80) and (b) 100% of the expenses (\$23.00) being requested in the Statements.

DORSEY & WHITNEY LLP • WWW.DORSEY.COM • T 612.340.2600 • F 612.340.2868  
SUITE 1500 • 60 SOUTH SIXTH STREET • MINNEAPOLIS, MINNESOTA 55402-1498  
USA CANADA EUROPE ASIA

DORSEY

Morrison & Foerster LLP  
Office of the United States Trustee for the Southern District of New York  
Kramer Levin Naftalis & Frankel LLP  
Kirkland & Ellis  
Skadden, Arps, Slate, Meagher & Flom LLP  
March 20, 2013  
Page 2

Objections to the Statements are due by date that is the later of (1) 20 days after the date of service, or (2) the 40th day following the end of the month for which compensation is sought.

Sincerely,



Thomas O. Kelly III

Enclosures

cc: Tammy Hamzehpour (w/encl.)(via Federal Express)



MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

March 19, 2013  
Invoice No. 1862433

Client-Matter No.: 355050-00360  
Huntington Bancshares Inc.

**For Legal Services Rendered Through February 28, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$2,273.85
Total For Current Disbursements and Service Charges	\$3.00
<b>Total For Current Invoice</b>	<b>\$2,276.85</b>

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Minneapolis, MN 55402

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

March 19, 2013  
Invoice No. 1862433

**Client-Matter No: 355050-00360**

**Huntington Bancshares Inc.**  
**Client No.: 719440**

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**For Legal Services Rendered Through February 28, 2013**

02/08/13	A. Brantingham	84.60	0.40	17	Review plaintiff's notice of appeal/statement of the case
02/10/13	J. Langdon	329.40	0.60	17	Review appeal filings
02/10/13	J. Langdon	54.90	0.10	17	Memorandum to A. Brantingham regarding statement of case
02/13/13	A. Brantingham	571.05	2.70	17	Draft statement of the case for appeal
02/13/13	J. Langdon	109.80	0.20	17	Draft memoranda to individual defendants regarding appeal
02/15/13	A. Brantingham	42.30	0.20	17	Revise statement of the case and send to J. Langdon for review
02/17/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding court filings
02/18/13	J. Langdon	274.50	0.50	17	Revise statement of case
02/19/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding

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Residential Funding Company, LLC  
 Client-Matter No.: 355050-00360  
 Invoice No.: 1862433

March 19, 2013  
 Page 2

				appellate filings
02/20/13	A. Brantingham	211.50	1.00	17 Revise statement of the case
02/21/13	A. Brantingham	42.30	0.20	17 Revise statement of the case
02/21/13	J. Langdon	219.60	0.40	17 Finalize statement of case
02/22/13	A. Brantingham	169.20	0.80	17 Revise statement of the case
<b>Total Hours</b>		<b>7.40</b>		
				<b>Total for Legal Fees</b> <b>\$2,273.85</b>

#### Disbursements and Service Charges

Filing Fee - Hennepin County eFilings 12/20/12	3.00
<b>Total for Disbursements and Service Charges</b>	<b>\$3.00</b>
<b>Total This Invoice</b>	<b>\$2,276.85</b>

#### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	5.30	211.50	1,120.95
J. Langdon	Partner	2.10	549.00	1,152.90
<b>Total all Timekeepers</b>		<b>7.40</b>		<b>2,273.85</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

March 19, 2013  
Invoice No. 1862434

Client-Matter No.: 355050-00361  
1941 Stichting Pensioenfonds ABP

For Legal Services Rendered Through February 28, 2013

**INVOICE TOTAL**

Total For Current Legal Fees	\$1,515.60
<b>Total For Current Invoice</b>	<b>\$1,515.60</b>

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Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

March 19, 2013  
Invoice No. 1862434

**Client-Matter No: 355050-00361**

**1941Stichting Pensioenfonds ABP**  
**Client No.: 719458**

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**For Legal Services Rendered Through February 28, 2013**

02/01/13	A. Brantingham	23.85	0.10	17	Review draft stipulation and proposed order regarding briefing schedule for motions to dismiss
02/01/13	J. Langdon	164.70	0.30	17	Memoranda among defense counsel regarding motion to dismiss
02/04/13	A. Brantingham	23.85	0.10	17	Email co-defendants' counsel regarding stipulation on briefing schedule
02/04/13	J. Langdon	164.70	0.30	17	Draft memoranda regarding stipulation on motion to dismiss briefing
02/10/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding motion to dismiss
02/11/13	A. Brantingham	23.85	0.10	17	Email with co-defendants' counsel regarding stipulation to extend time to respond to amended

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Residential Funding Company, LLC  
 Client-Matter No.: 355050-00361  
 Invoice No.: 1862434

March 19, 2013  
 Page 2

				complaint	
02/11/13	A. Brantingham	23.85	0.10	17	Telephone call to chambers regarding stipulation to extend time to respond to amended complaint
02/11/13	J. Langdon	54.90	0.10	17	Review order regarding scheduling
02/12/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding brief on motion to dismiss
02/13/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding brief on motion to dismiss
02/14/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding motion to dismiss
02/19/13	J. Langdon	109.80	0.20	17	Prepare for motion to dismiss
02/20/13	J. Langdon	109.80	0.20	17	Review key related filings in bankruptcy action
02/21/13	J. Langdon	164.70	0.30	17	Review pleadings regarding status of stay and other bankruptcy matters
02/26/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding bankruptcy stay and related issues
02/28/13	A. Brantingham	47.70	0.20	17	Review amended complaint
02/28/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding motion to dismiss
<b>Total Hours</b>		<b>3.10</b>			
			<b>Total for Legal Fees</b>	<b>\$1,515.60</b>	
			<b>Total This Invoice</b>	<b>\$1,515.60</b>	

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Residential Funding Company, LLC  
Client-Matter No.: 355050-00361  
Invoice No.: 1862434

March 19, 2013  
Page 3

### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	0.60	238.50	143.10
J. Langdon	Partner	2.50	549.00	1,372.50
<b>Total all Timekeepers</b>		<b>3.10</b>		<b>1,515.60</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

**STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES**

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

March 19, 2013  
Invoice No. 1862435

Client-Matter No.: 355050-00368  
John Hancock Life Insurance Company, et al

**For Legal Services Rendered Through February 28, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$1,482.30
<b>Total For Current Invoice</b>	<b>\$1,482.30</b>

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800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

March 19, 2013  
Invoice No. 1862435

**Client-Matter No: 355050-00368**

**John Hancock Life Insurance Company, et al**

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**For Legal Services Rendered Through February 28, 2013**

02/11/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding briefing schedule
02/13/13	J. Langdon	54.90	0.10	17	Draft memorandum regarding motion to dismiss
02/15/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding motion to dismiss
02/17/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding court filings
02/18/13	J. Langdon	1,152.90	2.10	17	Review brief and declaration in opposition to motion to dismiss
<b>Total Hours</b>		<b>2.70</b>			
				<b>Total for Legal Fees</b>	<b>\$1,482.30</b>
				<b>Total This Invoice</b>	<b>\$1,482.30</b>

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Residential Funding Company, LLC  
Client-Matter No.: 355050-00368  
Invoice No.: 1862435

March 19, 2013  
Page 2

### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	2.70	549.00	1,482.30
<b>Total all Timekeepers</b>		<b>2.70</b>		<b>1,482.30</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

March 18, 2013  
Invoice No. 1861755

Client-Matter No.: 479140-00003  
ResCap Treasury General

**For Legal Services Rendered Through February 28, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$1,404.90
<b>Total For Current Invoice</b>	<b>\$1,404.90</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

March 18, 2013  
Invoice No. 1861755

**Client-Matter No: 479140-00003**

**ResCap Treasury General**

---

**For Legal Services Rendered Through February 28, 2013**

02/05/13	E. Hulsebos	190.80	0.80	7	Revise second interim fee application
02/06/13	E. Hulsebos	23.85	0.10	7	Review comments to second interim fee application
02/06/13	E. Hulsebos	23.85	0.10	7	Conference with T. Kelly regarding second interim fee application
02/13/13	T. Kelly	147.15	0.30	22	Telephone conference with B. Smith, L. Gregerson regarding funds held by Ally Bank under warehouse agreements
02/15/13	T. Kelly	49.05	0.10	1	Review materials
02/15/13	T. Kelly	196.20	0.40	1	Draft letter requesting turnover of excess proceeds
02/18/13	E. Hulsebos	23.85	0.10	7	Review invoices for compliance with court order
02/19/13	E. Hulsebos	47.70	0.20	7	Review billing statements

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GMAC ResCap  
 Client-Matter No.: 479140-00003  
 Invoice No.: 1861755

March 18, 2013  
 Page 2

02/19/13 T. Kelly	343.35	0.70	12	Draft letter to Ally Bank regarding withheld proceeding
02/19/13 T. Kelly	49.05	0.10	12	Forward letter to Ally Bank regarding withheld proceeding to B. Smith
02/27/13 E. Hulsebos	310.05	1.30	7	Draft second interim fee application
<b>Total Hours</b>		<b>4.20</b>		
		<b>Total for Legal Fees</b>		<b>\$1,404.90</b>
		<b>Total This Invoice</b>		<b>\$1,404.90</b>

### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
E. Hulsebos	Associate	2.60	238.50	620.10
T. Kelly	Partner	1.60	490.50	784.80
<b>Total all Timekeepers</b>		<b>4.20</b>		<b>1,404.90</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

### STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

March 19, 2013  
Invoice No. 1862424

Client-Matter No.: 479140-00005  
Business Lending Workout Matters

#### For Legal Services Rendered Through February 28, 2013

#### INVOICE TOTAL

Total For Current Legal Fees	\$1,716.75
Total For Current Disbursements and Service Charges	\$20.00
<b>Total For Current Invoice</b>	<b>\$1,736.75</b>

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ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

March 19, 2013  
Invoice No. 1862424

**Client-Matter No: 479140-00005**

**Business Lending Workout Matters**

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**For Legal Services Rendered Through February 28, 2013**

02/06/13	J. Langdon	54.90	0.10	17	(Nationwide) Memoranda from and to L. McGlinn regarding trial preparation issues
02/10/13	J. Langdon	54.90	0.10	17	(Alliance) Memorandum to L. Marinuzzi regarding servicing proceeds
02/10/13	J. Langdon	54.90	0.10	17	(Nationwide) Draft memoranda regarding trial issues
02/11/13	J. Langdon	109.80	0.20	17	(Alliance) Draft memoranda regarding servicing fees issue
02/11/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding Pennsylvania action discovery status
02/12/13	J. Stilson	56.70	0.20	17	(Nationwide) Telephone conference with M. Ellis regarding document production
02/12/13	J. Stilson	56.70	0.20	17	(Nationwide) Summary to J. Langdon regarding document

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GMAC ResCap  
 Client-Matter No.: 479140-00005  
 Invoice No.: 1862424

March 19, 2013  
 Page 2

					production
02/12/13	J. Stilson	56.70	0.20	17	(Nationwide) Investigation regarding production issue
02/12/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding California trial deadlines
02/12/13	J. Langdon	54.90	0.10	17	(Nationwide) Draft memoranda regarding Pennsylvania discovery
02/13/13	J. Stilson	56.70	0.20	17	(Nationwide) Complete investigation of production issue
02/13/13	J. Stilson	56.70	0.20	17	(Nationwide) Communications to opposing counsel regarding production issue
02/13/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding Pennsylvania action document production
02/14/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding Pennsylvania action discovery
02/17/13	J. Langdon	54.90	0.10	17	(Nationwide) Draft memoranda regarding California pretrial schedule
02/19/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding Pennsylvania action discovery
02/25/13	J. Langdon	54.90	0.10	17	(Nationwide) Draft memoranda regarding California trial issues
02/26/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding California trial strategy
02/28/13	J. Langdon	274.50	0.50	17	(Nationwide) Review discovery regarding artwork
02/28/13	M. Stark	60.75	0.30	17	(Nationwide) Query database for art gallery documents per J. Langdon request
<b>Total Hours</b>		<b>3.80</b>			

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GMAC ResCap  
 Client-Matter No.: 479140-00005  
 Invoice No.: 1862424

March 19, 2013  
 Page 3

**Total for Legal Fees** \$1,716.75

#### **Disbursements and Service Charges**

CD/DVD/HD Burn - Original @ \$20 ea. ordered by Chuck Miller on	20.00
1/31/2013	

<b>Total for Disbursements and Service Charges</b>	<b>\$20.00</b>
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<b>Total This Invoice</b>	<b>\$1,736.75</b>
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#### **Timekeeper Summary**

<b>Timekeeper</b>	<b>Class</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
J. Stilson	Associate	1.00	283.50	283.50
J. Langdon	Partner	2.50	549.00	1,372.50
M. Stark	Paralegal	0.30	202.50	60.75
<b>Total all Timekeepers</b>		<b>3.80</b>		<b>1,716.75</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC Mortgage LLC  
c/o Skylar F. Hanson  
Legal Department  
Ally Financial, Inc.  
8400 Normandale Lake Blvd. Suite 250  
Minneapolis, MN 55437

March 19, 2013  
Invoice No. 1862439

Client-Matter No.: 483413-00007  
Victor Hugo Arteaga

---

For Legal Services Rendered Through February 28, 2013

**INVOICE TOTAL**

Total For Current Legal Fees	\$109.80
<b>Total For Current Invoice</b>	<b>\$109.80</b>

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:  
Dorsey & Whitney LLP  
P.O. Box 1680  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

**Please make reference to the invoice number**

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC Mortgage LLC  
c/o Skylar F. Hanson  
Legal Department  
Ally Financial, Inc.  
8400 Normandale Lake Blvd. Suite 250  
Minneapolis, MN 55437

March 19, 2013  
Invoice No. 1862439

**Client-Matter No: 483413-00007**

**Victor Hugo Arteaga**  
**Client Reference #: 35107**

**For Legal Services Rendered Through February 28, 2013**

02/11/13 J. Langdon	54.90	0.10	17	Letter to V. Arteaga regarding credit reporting issue
02/28/13 J. Langdon	54.90	0.10	17	Letter to D. Horst regarding correspondence from V. Arteaga
<b>Total Hours</b>	<b>0.20</b>			
				<b>Total for Legal Fees \$109.80</b>
				<b>Total This Invoice \$109.80</b>

**Timekeeper Summary**

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	0.20	549.00	109.80
<b>Total all Timekeepers</b>		<b>0.20</b>		<b>109.80</b>

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THOMAS O. KELLY III  
(612) 492-6029  
kelly.tom@dorsey.com

April 20, 2013

**VIA FEDERAL EXPRESS**

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Larren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Kenneth H. Eckstein and  
Douglas H. Mannal

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
Attn: Kenneth S. Ziman and  
Jonathan H. Hofer

Re: In re Residential Capital, LLC, et al.  
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Dorsey & Whitney LLP's monthly fee statements for the period March 1, 2013 through March 31, 2013 (the "Statements"), which were served with a copy of this on the parties listed in paragraph (a) of the Order, on April 20, 2013.

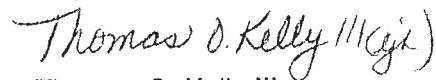
In the absence of a timely objection, the Debtors shall pay \$33,497.04, consisting of the sum of (a) \$33,494.04, an amount equal to 80% of the fees (\$33,494.04 = \$41,867.55 x 0.80) and (b) 100% of the expenses (\$3.00) being requested in the Statement.



Morrison & Foerster LLP  
Office of the United States Trustee for the Southern District of New York  
Kramer Levin Naftalis & Frankel LLP  
Kirkland & Ellis  
Skadden, Arps, Slate, Meagher & Flom LLP  
April 20, 2013  
Page 2

Objections to the Statements are due by date that is the later of (1) 20 days after the date of service, or (2) the 40th day following the end of the month for which compensation is sought.

Sincerely,

  
Thomas O. Kelly III

Enclosures

cc: Tammy Hamzehpour (w/encl.)(via Federal Express)



MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

April 19, 2013  
Invoice No. 1868082

Client-Matter No.: 355050-00360  
Huntington Bancshares Inc.

**For Legal Services Rendered Through March 31, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$329.40
<b>Total For Current Invoice</b>	<b>\$329.40</b>

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P.O. Box 1680  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

April 19, 2013  
Invoice No. 1868082

**Client-Matter No: 355050-00360**

**Huntington Bancshares Inc.**  
**Client No.: 719440**

---

**For Legal Services Rendered Through March 31, 2013**

03/19/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding transcript on appeal
03/22/13	J. Langdon	54.90	0.10	17	Draft response to audit request letter
03/25/13	J. Langdon	219.60	0.40	17	Review transcript regarding pending appeal
<b>Total Hours</b>		<b>0.60</b>			

**Total for Legal Fees** **\$329.40**

**Total This Invoice** **\$329.40**

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Residential Funding Company, LLC  
Client-Matter No.: 355050-00360  
Invoice No.: 1868082

April 19, 2013  
Page 2

### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	0.60	549.00	329.40
<b>Total all Timekeepers</b>		<b>0.60</b>		<b>329.40</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

April 19, 2013  
Invoice No. 1868081

Client-Matter No.: 355050-00361  
1941 Stichting Pensioenfonds ABP

**For Legal Services Rendered Through March 31, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$6,229.80
<b>Total For Current Invoice</b>	<b>\$6,229.80</b>

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Minneapolis, MN 55480-1680

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800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

April 19, 2013  
Invoice No. 1868081

**Client-Matter No: 355050-00361**

**1941Stichting Pensioenfonds ABP**  
**Client No.: 719458**

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**For Legal Services Rendered Through March 31, 2013**

03/02/13	A. Brantingham	500.85	2.10	17	Draft memorandum in support of motion to dismiss amended complaint
03/05/13	A. Brantingham	429.30	1.80	17	Revise brief in support of motion to dismiss
03/05/13	J. Langdon	54.90	0.10	17	Review bankruptcy pleadings
03/05/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding motion to dismiss
03/05/13	J. Langdon	549.00	1.00	17	Revise draft brief in support of motion to dismiss
03/06/13	A. Brantingham	23.85	0.10	17	Meet and confer with plaintiff's counsel via telephone
03/07/13	A. Brantingham	166.95	0.70	17	Revise brief in support of motion to dismiss with J. Langdon edits
03/07/13	A. Brantingham	23.85	0.10	17	Review briefing schedule

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Residential Funding Company, LLC  
 Client-Matter No.: 355050-00361  
 Invoice No.: 1868081

April 19, 2013  
 Page 2

03/07/13 A. Brantingham	23.85	0.10	17	Email co-defendants' counsel regarding hearing date
03/07/13 J. Langdon	658.80	1.20	17	Revise brief in support of motion to dismiss
03/07/13 J. Langdon	274.50	0.50	17	Comment on draft of co-defendants' brief
03/11/13 A. Brantingham	333.90	1.40	17	Finalize motion to dismiss and supporting papers
03/11/13 J. Langdon	658.80	1.20	17	Review filed briefs
03/11/13 J. Langdon	164.70	0.30	17	Draft memoranda regarding motion to dismiss
03/12/13 J. Langdon	164.70	0.30	17	Draft memoranda regarding motion to dismiss hearing
03/18/13 J. Langdon	54.90	0.10	17	Review correspondence regarding joinder of oral argument
03/19/13 J. Langdon	54.90	0.10	17	Draft memoranda regarding scope of oral argument
03/21/13 J. Langdon	109.80	0.20	17	Review key bankruptcy pleadings as related to stay
03/21/13 J. Langdon	164.70	0.30	17	Draft memoranda regarding motion to dismiss
03/22/13 J. Langdon	109.80	0.20	17	Draft response to audit request letter
03/22/13 J. Langdon	54.90	0.10	17	Draft response to audit request letter
03/25/13 A. Brantingham	1,192.50	5.00	17	Complete draft of reply in support of motion to dismiss
03/26/13 A. Brantingham	405.45	1.70	17	Revise draft reply in support of motion to dismiss
<b>Total Hours</b>	<b>18.70</b>			
			<b>Total for Legal Fees</b>	<b>\$6,229.80</b>

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Residential Funding Company, LLC  
Client-Matter No.: 355050-00361  
Invoice No.: 1868081

April 19, 2013  
Page 3

**Total This Invoice** **\$6,229.80**

### Timekeeper Summary

<b>Timekeeper</b>	<b>Class</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
A. Brantingham	Associate	13.00	238.50	3,100.50
J. Langdon	Partner	5.70	549.00	3,129.30
<b>Total all Timekeepers</b>		<b>18.70</b>		<b>6,229.80</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

April 19, 2013  
Invoice No. 1868068

Client-Matter No.: 355050-00363  
Investigation by SIGTARP

**For Legal Services Rendered Through March 31, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$101.25
<b>Total For Current Invoice</b>	<b>\$101.25</b>

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Wire Instructions:  
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800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

April 19, 2013  
Invoice No. 1868068

**Client-Matter No: 355050-00363**

**Investigation by SIGTARP**

**For Legal Services Rendered Through March 31, 2013**

03/22/13	N. Bussiere	60.75	0.30	17	Prepare materials for archival
03/22/13	N. Bussiere	40.50	0.20	17	Draft letter returning original documents to J. Ruckdaschel
	<b>Total Hours</b>			<b>0.50</b>	
					<b>Total for Legal Fees</b>
					<b>\$101.25</b>
					<b>Total This Invoice</b>
					<b>\$101.25</b>

**Timekeeper Summary**

Timekeeper	Class	Hours	Billed Rate	Amount
N. Bussiere	Paralegal	0.50	202.50	101.25
<b>Total all Timekeepers</b>		<b>0.50</b>		<b>101.25</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

April 19, 2013  
Invoice No. 1868084

Client-Matter No.: 355050-00367  
Investigation by U.S. SEC - Denver Division

**For Legal Services Rendered Through March 31, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$81.00
<b>Total For Current Invoice</b>	<b>\$81.00</b>

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612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

April 19, 2013  
Invoice No. 1868084

**Client-Matter No: 355050-00367**

**Investigation by U.S. SEC - Denver Division**

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**For Legal Services Rendered Through March 31, 2013**

03/22/13 N. Bussiere	81.00	0.40	17	Prepare materials for archival
<b>Total Hours</b>		<b>0.40</b>		
			<b>Total for Legal Fees</b>	<b>\$81.00</b>
			<b>Total This Invoice</b>	<b>\$81.00</b>

**Timekeeper Summary**

Timekeeper	Class	Hours	Billed Rate	Amount
N. Bussiere	Paralegal	0.40	202.50	81.00
<b>Total all Timekeepers</b>		<b>0.40</b>		<b>81.00</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

April 19, 2013  
Invoice No. 1868086

Client-Matter No.: 355050-00368  
John Hancock Life Insurance Company, et al

**For Legal Services Rendered Through March 31, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$3,145.05
Total For Current Disbursements and Service Charges	\$3.00
<b>Total For Current Invoice</b>	<b>\$3,148.05</b>

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612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

April 19, 2013  
Invoice No. 1868086

**Client-Matter No: 355050-00368**

**John Hancock Life Insurance Company, et al**

---

**For Legal Services Rendered Through March 31, 2013**

03/07/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding reply brief
03/22/13	A. Brantingham	333.90	1.40	17	Begin drafting reply brief in support of motion to dismiss
03/22/13	J. Langdon	54.90	0.10	17	Draft response to audit request letter
03/25/13	J. Langdon	109.80	0.20	17	Draft memorandum regarding reply brief in support of motion to dismiss
03/26/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding reply brief
03/26/13	J. Langdon	54.90	0.10	17	Review order regarding oral argument
03/26/13	J. Langdon	549.00	1.00	17	Revise draft reply brief in support of motion to dismiss
03/27/13	A. Brantingham	620.10	2.60	17	Revise reply brief in support of motion to dismiss

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.



Residential Funding Company, LLC  
 Client-Matter No.: 355050-00368  
 Invoice No.: 1868086

April 19, 2013  
 Page 2

03/27/13 J. Langdon	823.50	1.50	17	Revise reply brief in support of motion to dismiss
03/27/13 J. Langdon	109.80	0.20	17	Memoranda to and from A. Brantingham regarding reply brief in support of motion to dismiss
03/29/13 A. Brantingham	214.65	0.90	17	Finalize reply brief in support of motion to dismiss
03/29/13 J. Langdon	109.80	0.20	17	Draft memoranda regarding reply brief in support of motion to dismiss
<b>Total Hours</b>	<b>8.50</b>			
				<b>Total for Legal Fees \$3,145.05</b>

#### Disbursements and Service Charges

Filing Fee - Hennepin County eFilings 02/28/13	3.00
<b>Total for Disbursements and Service Charges</b>	<b>\$3.00</b>
<b>Total This Invoice</b>	<b>\$3,148.05</b>

#### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	4.90	238.50	1,168.65
J. Langdon	Partner	3.60	549.00	1,976.40
<b>Total all Timekeepers</b>		<b>8.50</b>		<b>\$3,145.05</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

**STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES**

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

April 12, 2013  
Invoice No. 1866307

Client-Matter No.: 479140-00003  
ResCap Treasury General

**For Legal Services Rendered Through March 31, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$3,703.05
<b>Total For Current Invoice</b>	<b>\$3,703.05</b>

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:  
Dorsey & Whitney LLP  
P.O. Box 1680  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

**Please make reference to the invoice number**

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

**ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY**



MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

April 12, 2013  
Invoice No. 1866307

**Client-Matter No: 479140-00003**

**ResCap Treasury General**

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**For Legal Services Rendered Through March 31, 2013**

03/06/13	E. Hulsebos	310.05	1.30	7	Finalize payment information in second interim fee application
03/07/13	E. Hulsebos	667.80	2.80	7	Finalize second interim fee application
03/08/13	E. Hulsebos	477.00	2.00	7	Finalize second interim fee application
03/08/13	E. Hulsebos	23.85	0.10	7	Email J. Mikhailevich regarding second interim fee application
03/08/13	J. Mikhailevich	336.60	1.10	7	Review second interim fee application and related exhibits
03/12/13	E. Hulsebos	71.55	0.30	7	Review email from E. Richards
03/12/13	E. Hulsebos	166.95	0.70	7	Review general order
03/12/13	E. Hulsebos	477.00	2.00	7	Revise fee application pursuant to general order
03/12/13	J. Mikhailevich	61.20	0.20	7	Email regarding fee application
03/12/13	J. Mikhailevich	91.80	0.30	7	Review general order M447

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GMAC ResCap  
 Client-Matter No.: 479140-00003  
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April 12, 2013  
 Page 2

03/12/13 J. Mikhailevich	30.60	0.10	7	Review emails regarding fee application
03/12/13 J. Mikhailevich	91.80	0.30	7	Review redline of revisions to second fee application circulated by E. Hulsebos
03/13/13 J. Mikhailevich	244.80	0.80	7	File and serve second interim fee application
03/14/13 E. Hulsebos	23.85	0.10	7	Check docket to verify fee application was properly filed
03/19/13 E. Hulsebos	95.40	0.40	7	Review February bills for compliance with court order
03/20/13 T. Kelly	147.15	0.30	3	Telephone conference with T. Farley and J. Ruckdaschel regarding loan sales
03/21/13 T. Kelly	147.15	0.30	3	Review May 12th memorandum and revolver loan agreement regarding release mechanics and email to J. Ruckdaschel and T. Farley regarding same
03/26/13 E. Hulsebos	47.70	0.20	7	Review objection
03/27/13 E. Hulsebos	23.85	0.10	7	Review letter to outside legal counsel
03/28/13 E. Hulsebos	23.85	0.10	7	Review email from E. Richards
03/28/13 E. Hulsebos	143.10	0.60	7	Email to U.S. Trustee regarding objection
<b>Total Hours</b>	<b>14.10</b>			
			<b>Total for Legal Fees</b>	<b>\$3,703.05</b>
			<b>Total This Invoice</b>	<b>\$3,703.05</b>

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DORSEY & WHITNEY LLP

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Invoice No.: 1866307

April 12, 2013  
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### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
E. Hulsebos	Associate	10.70	238.50	2,551.95
J. Mikhailevich	Associate	2.80	306.00	856.80
T. Kelly	Partner	0.60	490.50	294.30
<b>Total all Timekeepers</b>		<b>14.10</b>		<b>3,703.05</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

April 19, 2013  
Invoice No. 1868765

Client-Matter No.: 479140-00005  
Business Lending Workout Matters

**For Legal Services Rendered Through March 31, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$28,168.20
<b>Total For Current Invoice</b>	<b>\$28,168.20</b>

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:  
Dorsey & Whitney LLP  
P.O. Box 1680  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

**Please make reference to the invoice number**

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**ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY**



MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

April 19, 2013  
Invoice No. 1868765

**Client-Matter No: 479140-00005**

**Business Lending Workout Matters**

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**For Legal Services Rendered Through March 31, 2013**

05/15/12 J. Stilson	708.75	2.50	17	(Nationwide) Analyze preparation materials for J. Faber preparation session
05/15/12 J. Stilson	56.70	0.20	17	(Nationwide) Communications with client regarding preparation for J. Faber session
05/16/12 J. Stilson	340.20	1.20	17	(Nationwide) Prepare for deposition preparation session with J. Faber
05/16/12 J. Stilson	85.05	0.30	17	(Nationwide) Communications with Deutsche Bank's counsel and opposing counsel regarding Court's ruling rendering need for J. Faber's deposition void
05/16/12 J. Stilson	56.70	0.20	17	(Nationwide) Communications with client regarding postponing deposition preparation session given Court's ruling on Deutsche Bank's motion for reconsideration

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GMAC ResCap  
 Client-Matter No.: 479140-00005  
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05/16/12	J. Langdon	164.70	0.30	17	(Nationwide) Prepare for telephone conference with J. Faber regarding upcoming deposition
11/06/12	S. Marsden	607.50	1.50	17	(Spectrum) Review loss calculations with S. Ulsh
03/01/13	J. Langdon	274.50	0.50	17	(Nationwide) Review documents regarding artwork and potential claims to it
03/02/13	J. Langdon	274.50	0.50	17	(Nationwide) Review documents regarding acquisition of artwork
03/02/13	J. Langdon	274.50	0.50	17	(Nationwide) Review settlement agreements regarding potential claims regarding same
03/04/13	J. Stilson	510.30	1.80	17	(Nationwide) Draft response to Lloyd's counsel
03/04/13	J. Langdon	164.70	0.30	17	(Nationwide) Memorandum to D. Horst regarding Pitchersky claims
03/05/13	J. Langdon	439.20	0.80	17	(Nationwide) Memorandum to D. Horst and L. Delehy regarding strategy
03/05/13	J. Langdon	54.90	0.10	17	(Nationwide) Memorandum to L. McGlinn regarding trial schedule
03/05/13	J. Langdon	54.90	0.10	17	(Alliance) Review bankruptcy pleadings
03/05/13	J. Langdon	54.90	0.10	17	(Nationwide) Review audit request
03/05/13	J. Langdon	54.90	0.10	17	(Nationwide) Draft notes regarding response to audit request
03/06/13	J. Stilson	85.05	0.30	18	(Nationwide) Conference with J. Langdon regarding open issues (insurance carrier letter, PKF)
03/06/13	J. Langdon	274.50	0.50	17	(Nationwide) Conference with J. Stilson regarding potential claims against insurer and accountant

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 Client-Matter No.: 479140-00005  
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03/06/13	J. Langdon	164.70	0.30	17	(Nationwide) Memoranda to and from C. MacElree regarding Pitchersky claims
03/06/13	J. Langdon	274.50	0.50	17	(Nationwide) Telephone conference with FBI agent and C. MacElree regarding status of government prosecution
03/07/13	J. Langdon	274.50	0.50	17	(Nationwide) Telephone conference with C. MacElree, D. Horst and L. Delehy regarding cooperation with FBI request
03/07/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memorandum regarding Grand Jury subpoena
03/07/13	J. Langdon	54.90	0.10	17	(Nationwide) Review additional document subpoena from FBI
03/11/13	J. Stilson	170.10	0.60	17	(Nationwide) Draft response to Lloyd's counsel
03/11/13	J. Langdon	109.80	0.20	lif(Nati)	(Nationwide) Memoranda to and from C. MacElree regarding schedule
03/11/13	J. Langdon	109.80	0.20	17	(Nationwide) Telephone conferences with D. Axelrod regarding Grand Jury subpoena
03/11/13	J. Langdon	164.70	0.30	17	(Nationwide) Memoranda to L. Delehy regarding Grand Jury subpoena
03/12/13	J. Stilson	567.00	2.00	17	(Nationwide) Analyze claims against insurer
03/12/13	J. Stilson	311.85	1.10	17	(Nationwide) Draft response to Lloyd's counsel
03/12/13	J. Langdon	274.50	0.50	17	(Nationwide) Draft memoranda regarding MacElree Grand Jury testimony
03/12/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding subpoena for Ally

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GMAC ResCap  
Client-Matter No.: 479140-00005  
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				documents
03/12/13	J. Langdon	164.70	0.30	17 (Nationwide) Draft memoranda regarding Pitchersky trial
03/12/13	J. Langdon	54.90	0.10	17 (Alliance) Review correspondence from trustee regarding status of proceedings
03/13/13	J. Langdon	219.60	0.40	17 (Nationwide) Telephone conference with C. MacElree, D. Horst and L. Delehey regarding Grand Jury testimony
03/13/13	J. Langdon	109.80	0.20	17 (Nationwide) Draft memoranda regarding California trial and negotiations
03/13/13	J. Langdon	109.80	0.20	17 (Nationwide) Telephone conference with D. Axelrod regarding Grand Jury testimony
03/13/13	J. Langdon	54.90	0.10	17 (Nationwide) Draft memoranda regarding demand letter to insurers
03/14/13	J. Langdon	109.80	0.20	17 (Nationwide) Memoranda to and from C. MacElree regarding Grand Jury testimony
03/14/13	J. Langdon	109.80	0.20	17 (Nationwide) Memoranda to and from A. Cooper regarding demand
03/15/13	J. Langdon	164.70	0.30	17 (Nationwide) Draft memoranda regarding California trial preparation issues
03/17/13	J. Langdon	109.80	0.20	17 (Nationwide) Review draft letter regarding claims against insurer
03/17/13	J. Langdon	164.70	0.30	17 (Nationwide) Draft memoranda regarding claims against Pitchersky
03/18/13	J. Langdon	164.70	0.30	17 (Nationwide) Draft memoranda regarding Grand Jury testimony
03/18/13	J. Langdon	164.70	0.30	17 (Nationwide) Draft memoranda

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GMAC ResCap  
Client-Matter No.: 479140-00005  
Invoice No.: 1868765

April 19, 2013  
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					regarding California trial issues
03/18/13	J. Langdon	54.90	0.10	17	(Nationwide) Telephone conference with C. MacElree regarding Grand Jury testimony
03/18/13	C. Miller	202.50	1.00	17	(Nationwide) Prepare exhibits for client via electronic file transfer appliance
03/19/13	L. McGlenn	142.20	0.40	17	(Nationwide) Review and analyze writ of attachment in connection with claims against GMAC
03/19/13	J. Langdon	219.60	0.40	17	(Nationwide) Prepare for and telephone conference with C. MacElree regarding Pitchersky claims
03/19/13	J. Langdon	54.90	0.10	17	(Nationwide) Memorandum to L. McGlenn regarding California trial preparation
03/19/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding team meeting regarding trial preparation
03/19/13	J. Langdon	54.90	0.10	17	(Alliance) Telephone conference with C. MacElree regarding status of servicing funds issues
03/20/13	L. McGlenn	35.55	0.10	17	(Nationwide) Memoranda with J. Langdon regarding status of matter
03/20/13	L. McGlenn	142.20	0.40	17	(Nationwide) Prepare timeline of upcoming trial dates
03/20/13	L. McGlenn	1,706.40	4.80	17	(Nationwide) Research regarding possible manner of proceeding to protect attached bond in light of A. Cooper's demand for return
03/20/13	J. Langdon	109.80	0.20	17	(Nationwide) Prepare for and telephone conference with L. McGlenn regarding California trial preparation

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GMAC ResCap  
 Client-Matter No.: 479140-00005  
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April 19, 2013  
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03/20/13 J. Langdon	439.20	0.80	17	(Nationwide) Telephone conference with D. Horst, L. Delehey and C. MacElree regarding claims against Pitchersky
03/20/13 J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding California trial preparation
03/21/13 L. McGlinn	35.55	0.10	17	(Nationwide) Memoranda with J. Langdon regarding matter
03/21/13 L. McGlinn	462.15	1.30	17	(Nationwide) Research regarding interpleader
03/21/13 L. McGlinn	817.65	2.30	17	(Nationwide) Prepare writ of attachment
03/21/13 J. Langdon	1,537.20	2.80	17	(Nationwide) Draft memorandum to D. Horst, L. Delehey and C. MacElree regarding status and potential settlement of California claims
03/21/13 J. Langdon	603.90	1.10	17	(Nationwide) Memorandum to opposing counsel regarding attachment issue
03/21/13 J. Langdon	274.50	0.50	17	(Nationwide) Memoranda to and from L. McGlinn regarding trial preparation
03/21/13 J. Langdon	54.90	0.10	17	(Alliance) Draft response to audit request letter
03/21/13 J. Langdon	54.90	0.10	17	(Alliance) Telephone conference with T. Kelly regarding servicing issue
03/22/13 J. Langdon	329.40	0.60	17	(Nationwide) Memoranda to and from C. MacElree regarding preparation for Grand Jury testimony
03/22/13 J. Langdon	164.70	0.30	17	(Nationwide) Draft memoranda

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GMAC ResCap  
Client-Matter No.: 479140-00005  
Invoice No.: 1868765

April 19, 2013  
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					regarding Pitchersky claims
03/22/13	J. Langdon	439.20	0.80	17	(Nationwide) Memorandum to T. Denis regarding attachment issue
03/22/13	J. Langdon	274.50	0.50	17	(Nationwide) Analyze Pennsylvania claims
03/25/13	J. Langdon	1,427.40	2.60	17	(Nationwide) Prepare for Grand Jury testimony
03/25/13	J. Langdon	54.90	0.10	17	(Nationwide) Memoranda from and to L. Delehey regarding Grand Jury testimony
03/26/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding Pitchersky claims
03/26/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding preparation for C. MacElree testimony
03/27/13	L. McGlinn	995.40	2.80	17	(Nationwide) Prepare application for writ of attachment
03/27/13	J. Langdon	164.70	0.30	17	(Nationwide) Prepare for and telephone conference with C. MacElree regarding Grand Jury testimony
03/27/13	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding California writ of attachment
03/27/13	J. Langdon	549.00	1.00	17	(Nationwide) Review key pleadings in preparation for trial
03/28/13	L. McGlinn	106.65	0.30	17	(Nationwide) Communications regarding Ally's ex parte application
03/28/13	L. McGlinn	142.20	0.40	17	(Nationwide) Review ex parte application
03/28/13	L. McGlinn	639.90	1.80	17	(Nationwide) Research regarding ex parte application
03/28/13	K. Schmidt	227.25	0.50	17	(Nationwide) Telephone

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GMAC ResCap  
 Client-Matter No.: 479140-00005  
 Invoice No.: 1868765

April 19, 2013  
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				conference with J. Langdon and L. McGlinn
03/28/13	K. Schmidt	545.40	1.20	17 (Nationwide) Prepare for ex parte hearing
03/28/13	J. Langdon	219.60	0.40	17 (Nationwide) Prepare for and telephone conference with L. Delehey, C. MacElree and D. Horst regarding recommendation for Pitchersky settlement
03/28/13	J. Langdon	549.00	1.00	17 (Nationwide) Draft memoranda regarding motion regarding writ of attachment
03/28/13	J. Langdon	109.80	0.20	17 (Nationwide) Review motion papers regarding writ of attachment
03/28/13	J. Langdon	549.00	1.00	17 (Nationwide) Prepare for emergency ex parte hearing
03/28/13	J. Langdon	219.60	0.40	17 (Nationwide) Draft memorandum regarding settlement recommendation
03/29/13	K. Schmidt	909.00	2.00	17 (Nationwide) Drive to Indio to appear at hearing on ex parte application
03/29/13	K. Schmidt	454.50	1.00	17 (Nationwide) Prepare for hearing on ex parte application
03/29/13	K. Schmidt	681.75	1.50	17 (Nationwide) Appear at hearing on ex parte application
03/29/13	K. Schmidt	90.90	0.20	17 (Nationwide) Conference with J. Langdon prior to hearing on ex parte application
03/29/13	K. Schmidt	136.35	0.30	17 (Nationwide) Conference with J. Langdon after hearing on ex parte application
03/29/13	J. Langdon	933.30	1.70	17 (Nationwide) Attend hearing on Pitchersky ex parte motion

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GMAC ResCap  
 Client-Matter No.: 479140-00005  
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April 19, 2013  
 Page 9

03/29/13 J. Langdon	164.70	0.30	17	(Nationwide) Telephone conferences with local counsel regarding hearing on Pitchersky ex parte motion
03/29/13 J. Langdon	109.80	0.20	17	(Nationwide) Memoranda to Ally Bank counsel regarding Pitchersky ex parte motion
03/29/13 J. Langdon	274.50	0.50	17	(Nationwide) Outline responsive papers to Pitchersky ex parte motion
03/29/13 J. Langdon	109.80	0.20	17	(Nationwide) Telephone conferences with C. MacElree regarding responsive papers to Pitchersky ex parte motion
03/29/13 J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding potential settlement discussions
<b>Total Hours</b>	<b>63.60</b>			
			<b>Total for Legal Fees</b>	<b>\$28,168.20</b>
			<b>Total This Invoice</b>	<b>\$28,168.20</b>

### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Stilson	Associate	10.20	283.50	2,891.70
L. McGinn	Other Attorney	14.70	355.50	5,225.85
S. Marsden	Partner	1.50	405.00	607.50
K. Schmidt	Partner	6.70	454.50	3,045.15
J. Langdon	Partner	29.50	549.00	16,195.50
C. Miller	Paralegal	1.00	202.50	202.50
<b>Total all Timekeepers</b>		<b>63.60</b>		<b>28,168.20</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC Mortgage LLC  
c/o Skylar F. Hanson  
Legal Department  
Ally Financial, Inc.  
8400 Normandale Lake Blvd. Suite 250  
Minneapolis, MN 55437

April 19, 2013  
Invoice No. 1868088

Client-Matter No.: 483413-00007  
Victor Hugo Arteaga

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For Legal Services Rendered Through March 31, 2013

**INVOICE TOTAL**

Total For Current Legal Fees	\$109.80
<b>Total For Current Invoice</b>	<b>\$109.80</b>

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:  
Dorsey & Whitney LLP  
P.O. Box 1680  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

**Please make reference to the invoice number**

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC Mortgage LLC  
c/o Skylar F. Hanson  
Legal Department  
Ally Financial, Inc.  
8400 Normandale Lake Blvd. Suite 250  
Minneapolis, MN 55437

April 19, 2013  
Invoice No. 1868088

**Client-Matter No: 483413-00007**

**Victor Hugo Arteaga**  
**Client Reference #: 35107**

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**For Legal Services Rendered Through March 31, 2013**

03/21/13 J. Langdon	54.90	0.10	17	Memoranda from and to P. Zellmann
03/21/13 J. Langdon	54.90	0.10	17	Draft letter to V. Arteaga regarding credit bureau inquiry
<b>Total Hours</b>		<b>0.20</b>		

**Total for Legal Fees** **\$109.80**

**Total This Invoice** **\$109.80**

**Timekeeper Summary**

<b>Timekeeper</b>	<b>Class</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
J. Langdon	Partner	0.20	549.00	109.80
<b>Total all Timekeepers</b>		<b>0.20</b>		<b>109.80</b>

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

A NEW  
**CENTURY**  
OF SERVICE  
1912 | 2012



THOMAS O. KELLY III  
(612) 492-6029  
kelly.tom@dorsey.com

May 20, 2013

**VIA FEDERAL EXPRESS**

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Larren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Kenneth H. Eckstein and  
Douglas H. Mannal

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
Attn: Kenneth S. Ziman and  
Jonathan H. Hofer

Re: In re Residential Capital, LLC, et al.  
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Order"), enclosed please find Dorsey & Whitney LLP's monthly fee statements for the period April 1, 2013 through April 30 2013 (the "Statements"), which were served with a copy of this on the parties listed in paragraph (a) of the Order, on May 20, 2013.

In the absence of a timely objection, the Debtors shall pay \$19,015.12, consisting of the sum of (a) \$18,753.12, an amount equal to 80% of the fees (\$18,753.12 = \$23,441.40 x 0.80) and (b) 100% of the expenses (\$262.00) being requested in the Statement.



Morrison & Foerster LLP  
Office of the United States Trustee for the Southern District of New York  
Kramer Levin Naftalis & Frankel LLP  
Kirkland & Ellis  
Skadden, Arps, Slate, Meagher & Flom LLP  
May 20, 2013  
Page 2

Objections to the Statements are due by date that is the later of (1) 20 days after the date of service, or (2) the 40th day following the end of the month for which compensation is sought.

Sincerely,

A handwritten signature in black ink, appearing to read "Thomas O. Kelly III".

Thomas O. Kelly III

Enclosures

cc: Tammy Hamzehpour (w/encl.)(via Federal Express)



MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

May 20, 2013  
Invoice No. 1874789

Client-Matter No.: 355050-00359  
Allstate Insurance Company et al.

**For Legal Services Rendered Through April 30, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$549.00
<b>Total For Current Invoice</b>	<b>\$549.00</b>

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Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

**Please make reference to the invoice number**

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

May 20, 2013  
Invoice No. 1874789

**Client-Matter No: 355050-00359**

**Allstate Insurance Company et al.**  
**Client Reference #: 709980**

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**For Legal Services Rendered Through April 30, 2013**

04/04/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding requested substitution of counsel
04/05/13	J. Langdon	54.90	0.10	17	Review correspondence regarding document preservation
04/05/13	J. Langdon	54.90	0.10	17	Memorandum to L. Delehey regarding document preservation
04/09/13	J. Langdon	54.90	0.10	17	Memoranda from and to opposing counsel regarding request for document hold
04/25/13	J. Langdon	54.90	0.10	17	Review correspondence regarding document retention request
04/29/13	J. Langdon	164.70	0.30	17	Draft memoranda regarding document retention request
04/29/13	J. Langdon	54.90	0.10	17	Telephone conference with L. Delehey regarding document retention request

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Residential Funding Company, LLC  
Client-Matter No.: 355050-00359  
Invoice No.: 1874789

May 20, 2013  
Page 2

<b>Total Hours</b>	<b>1.00</b>	
		<b>Total for Legal Fees</b> <b>\$549.00</b>
		<b>Total This Invoice</b> <b>\$549.00</b>

#### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	1.00	549.00	549.00
<b>Total all Timekeepers</b>		<b>1.00</b>		<b>549.00</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

May 20, 2013  
Invoice No. 1874790

Client-Matter No.: 355050-00360  
Huntington Bancshares Inc.

**For Legal Services Rendered Through April 30, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$1,558.35
<b>Total For Current Invoice</b>	<b>\$1,558.35</b>

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Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

May 20, 2013  
Invoice No. 1874790

**Client-Matter No: 355050-00360**

**Huntington Bancshares Inc.**  
**Client Reference #: 719440**

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**For Legal Services Rendered Through April 30, 2013**

04/02/13	A. Brantingham	21.15	0.10	17	Email L. Lundsten regarding status of appeal
04/02/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding appeal status
04/19/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding status of appeal
04/22/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding appeal response brief
04/23/13	J. Langdon	274.50	0.50	17	Review appeal brief
04/23/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding appeal brief
04/24/13	J. Langdon	109.80	0.20	17	Draft memoranda regarding appeal brief
04/29/13	J. Langdon	823.50	1.50	17	Review appeal brief and voluminous appendix

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.



Residential Funding Company, LLC  
 Client-Matter No.: 355050-00360  
 Invoice No.: 1874790

May 20, 2013  
 Page 2

04/30/13 J. Langdon	54.90	0.10	17	Telephone conference with counsel for AFI regarding appeal strategy
<b>Total Hours</b>	<b>2.90</b>			
				<b>Total for Legal Fees</b> <b>\$1,558.35</b>
				<b>Total This Invoice</b> <b>\$1,558.35</b>

### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	0.10	211.50	21.15
J. Langdon	Partner	2.80	549.00	1,537.20
<b>Total all Timekeepers</b>		<b>2.90</b>		<b>1,558.35</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

May 20, 2013  
Invoice No. 1874791

Client-Matter No.: 355050-00361  
1941Stichting Pensioenfonds ABP

**For Legal Services Rendered Through April 30, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$878.40
<b>Total For Current Invoice</b>	<b>\$878.40</b>

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Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

**Please make reference to the invoice number**

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

May 20, 2013  
Invoice No. 1874791

**Client-Matter No: 355050-00361**

**1941Stichting Pensioenfonds ABP**  
**Client Reference #: 719458**

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**For Legal Services Rendered Through April 30, 2013**

04/05/13	J. Langdon	54.90	0.10	17	Review key bankruptcy pleadings
04/09/13	J. Langdon	109.80	0.20	17	Review key bankruptcy filings
04/11/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding motion to dismiss
04/15/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding motion to dismiss briefing schedule
04/16/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding motion to dismiss
04/18/13	J. Langdon	109.80	0.20	17	Review bankruptcy docket
04/19/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding motion to dismiss
04/23/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding motion to dismiss
04/25/13	J. Langdon	54.90	0.10	17	Draft memoranda regarding

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Residential Funding Company, LLC  
Client-Matter No.: 355050-00361  
Invoice No.: 1874791

May 20, 2013  
Page 2

				motion to dismiss
04/29/13 J. Langdon	274.50	0.50	17	Review creditor committee filing regarding claims
<b>Total Hours</b>	<b>1.60</b>			
				<b>Total for Legal Fees \$878.40</b>
				<b>Total This Invoice \$878.40</b>

### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	1.60	549.00	878.40
<b>Total all Timekeepers</b>		<b>1.60</b>		<b>878.40</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

May 20, 2013  
Invoice No. 1874792

Client-Matter No.: 355050-00363  
Investigation by SIGTARP

---

**For Disbursements and Services Charges Rendered Through April 30, 2013**

**INVOICE TOTAL**

Total For Current Disbursements and Service Charges	\$56.00
<b>Total For Current Invoice</b>	<b>\$56.00</b>

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

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ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

May 20, 2013  
Invoice No. 1874792

**Client-Matter No: 355050-00363**

**Investigation by SIGTARP**  
**Client Reference #: 726236**

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**For Disbursements and Service Charges Rendered Through April 30, 2013**

	<b>Total for Legal Fees</b>	<b>\$0.00</b>
<b>Disbursements and Service Charges</b>		
Messenger Charges	56.00	
	<b>Total for Disbursements and Service Charges</b>	<b>\$56.00</b>
	<b>Total This Invoice</b>	<b>\$56.00</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

**STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES**

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

May 20, 2013  
Invoice No. 1874793

Client-Matter No.: 355050-00368  
John Hancock Life Insurance Company, et al

**For Legal Services Rendered Through April 30, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$603.90
<b>Total For Current Invoice</b>	<b>\$603.90</b>

For your convenience, please credit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

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Minneapolis, MN 55480-1680

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U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC  
One Meridian Crossings  
Minneapolis, MN 55423

May 20, 2013  
Invoice No. 1874793

**Client-Matter No: 355050-00368**

**John Hancock Life Insurance Company, et al**  
**Client Reference #: 732099**

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**For Legal Services Rendered Through April 30, 2013**

04/01/13 J. Langdon	549.00	1.00	17	Review briefs submitted by underwriters and Ally
04/02/13 J. Langdon	54.90	0.10	17	Draft memoranda regarding motion to dismiss hearing
<b>Total Hours</b>		<b>1.10</b>		
				<b>Total for Legal Fees</b> <b>\$603.90</b>
				<b>Total This Invoice</b> <b>\$603.90</b>

**Timekeeper Summary**

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	1.10	549.00	603.90
<b>Total all Timekeepers</b>		<b>1.10</b>		<b>603.90</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

May 20, 2013  
Invoice No. 1874800

Client-Matter No.: 479140-00003  
ResCap Treasury General

**For Legal Services Rendered Through April 30, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$1,487.70
<b>Total For Current Invoice</b>	<b>\$1,487.70</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

May 20, 2013  
Invoice No. 1874800

**Client-Matter No: 479140-00003**

**ResCap Treasury General**  
**Client Reference #: 718556**

---

**For Legal Services Rendered Through April 30, 2013**

04/02/13	T. Kelly	98.10	0.20	3	Review memorandum regarding collateral sales
04/02/13	T. Kelly	49.05	0.10	3	Telephone conference with J. Ruckdaschel regarding collateral sales
04/11/13	J. Mikhailevich	244.80	0.80	8	Prepare for hearing on Trustee's objection to Dorsey's fee application
04/11/13	J. Mikhailevich	856.80	2.80	8	Attend hearing on Trustee's objection to Dorsey's fee application
04/16/13	J. Mikhailevich	91.80	0.30	7	Review exhibit to second interim fee order for accuracy
04/24/13	T. Kelly	98.10	0.20	3	Review indenture and line of credit agreement regarding permitted refinancing indebtedness and permitted funding

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GMAC ResCap  
 Client-Matter No.: 479140-00003  
 Invoice No.: 1874800

May 20, 2013  
 Page 2

				indebtedness
04/24/13 T. Kelly	49.05	0.10	3	Telephone conference with S. Martin regarding permitted refinancing indebtedness and permitted funding indebtedness
<b>Total Hours</b>	<b>4.50</b>			
				<b>Total for Legal Fees</b> <b>\$1,487.70</b>
				<b>Total This Invoice</b> <b>\$1,487.70</b>

### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Mikhailevich	Associate	3.90	306.00	1,193.40
T. Kelly	Partner	0.60	490.50	294.30
<b>Total all Timekeepers</b>		<b>4.50</b>		<b>1,487.70</b>



MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

May 20, 2013  
Invoice No. 1874795

Client-Matter No.: 479140-00005  
Business Lending Workout Matters

**For Legal Services Rendered Through April 30, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$16,924.95
Total For Current Disbursements and Service Charges	\$206.00
<b>Total For Current Invoice</b>	<b>\$17,130.95</b>

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Minneapolis, MN 55480-1680

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U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap  
Attn: Tammy Hamzehpour  
1100 Virginia Drive  
Fort Washington, PA 19034

May 20, 2013  
Invoice No. 1874795

**Client-Matter No: 479140-00005**

**Business Lending Workout Matters**  
**Client Reference #: 731146**

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**For Legal Services Rendered Through April 30, 2013**

04/01/13	L. McGlinn	4,088.25	11.50	17	(Nationwide) Prepare application for writ of attachment
04/01/13	L. McGlinn	639.90	1.80	17	(Nationwide) Prepare declaration of J. Langdon in support of application for writ of attachment
04/01/13	K. Schmidt	90.90	0.20	17	(Nationwide) Conference with L. McGlinn regarding ex parte application
04/01/13	J. Langdon	549.00	1.00	17	(Nationwide) Review and revise draft brief in support of writ
04/01/13	J. Langdon	823.50	1.50	17	(Nationwide) Review insurance policies and potential claims
04/02/13	L. McGlinn	2,204.10	6.20	17	(Nationwide) Prepare writ of attachment papers and related documents
04/02/13	L. McGlinn	391.05	1.10	17	(Nationwide) Prepare J. Langdon declaration in support of

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					application for writ of attachment
04/02/13	K. Schmidt	363.60	0.80	17	(Nationwide) Review draft ex parte application and provide redline with comments to L. McGlinn
04/02/13	J. Langdon	823.50	1.50	17	(Nationwide) Revise writ of attachment papers
04/02/13	J. Langdon	109.80	0.20	17	(Nationwide) Telephone conferences with L. McGlinn regarding writ of attachment papers
04/02/13	J. Langdon	274.50	0.50	17	(Nationwide) Outline declaration regarding swap agreement
04/02/13	J. Langdon	109.80	0.20	17	(Nationwide) Memoranda to and from A. Cooper regarding proposed settlement
04/03/13	L. McGlinn	71.10	0.20	17	(Nationwide) Review ex parte papers regarding release of funds
04/03/13	L. McGlinn	462.15	1.30	17	(Nationwide) Prepare response to ex parte papers regarding release of funds
04/03/13	J. Langdon	219.60	0.40	17	(Nationwide) Memoranda to and from A. Cooper regarding proposed settlement
04/03/13	J. Langdon	54.90	0.10	17	(Nationwide) Memoranda to and from C. MacElree regarding proposed settlement
04/03/13	J. Langdon	54.90	0.10	17	(Nationwide) Memoranda to and from L. McGlinn regarding writ
04/04/13	L. McGlinn	142.20	0.40	17	(Nationwide) Prepare notice of conditional settlement
04/04/13	L. McGlinn	248.85	0.70	17	(Nationwide) Communication with court and opposing counsel regarding same conditional settlement

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04/04/13	J. Langdon	109.80	0.20	17	(Nationwide) Memoranda to and from L. McGlinn regarding procedural issues
04/04/13	J. Langdon	274.50	0.50	17	(Nationwide) Memoranda to and from A. Cooper regarding settlement terms
04/05/13	J. Langdon	439.20	0.80	17	(Nationwide) Attend court hearing by telephone
04/05/13	J. Langdon	988.20	1.80	17	(Nationwide) Draft Pitchersky settlement agreement and exhibits
04/05/13	J. Langdon	109.80	0.20	17	(Nationwide) Conference with J. Stilson regarding potential claim against auditing firm
04/08/13	J. Langdon	54.90	0.10	17	(Alliance) Review correspondence regarding upcoming hearing
04/08/13	J. Langdon	549.00	1.00	17	(Nationwide) Draft Pitchersky settlement agreement and exhibits
04/09/13	J. Langdon	219.60	0.40	17	(Nationwide) Revise settlement agreement exhibits
04/09/13	J. Langdon	109.80	0.20	17	(Nationwide) Memoranda to and from L. McGlinn regarding settlement agreement exhibits
04/10/13	J. Langdon	109.80	0.20	17	(Nationwide) Memoranda to and from A. Cooper regarding Pitchersky settlement
04/10/13	J. Langdon	54.90	0.10	17	(Nationwide) Memoranda to and from Ally Bank counsel regarding Pitchersky settlement
04/11/13	J. Langdon	274.50	0.50	17	(Nationwide) Revise Pitchersky settlement agreement and exhibits
04/12/13	J. Langdon	54.90	0.10	17	(Nationwide) Memorandum to C. MacElree, L. Delehey and D. Horst regarding Pitchersky settlement

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04/12/13	J. Langdon	109.80	0.20	17	Telephone conferences with auditor regarding response to audit request
04/15/13	J. Langdon	109.80	0.20	17	(Nationwide) Memoranda to C. MacElree regarding Pitchersky settlement
04/15/13	J. Langdon	54.90	0.10	17	(Alliance) Review correspondence regarding bankruptcy hearing
04/16/13	J. Langdon	54.90	0.10	17	(Nationwide) Memoranda to and from C. MacElree regarding Pitchersky settlement
04/17/13	J. Langdon	219.60	0.40	17	(Nationwide) Memoranda to and from C. MacElree regarding Pitchersky settlement
04/18/13	T. Kelly	49.05	0.10	17	(Alliance) Telephone conference with J. Langdon and D. Horst regarding excess funds
04/18/13	J. Langdon	54.90	0.10	17	(Alliance) Draft memoranda regarding status of inquiry regarding servicing fees
04/18/13	J. Langdon	54.90	0.10	17	(Alliance) Telephone conferences with T. Kelly and D. Horst regarding status of inquiry regarding servicing fees
04/18/13	J. Langdon	54.90	0.10	17	(Nationwide) Memoranda from and to L. McGlinn regarding settlement
04/19/13	J. Langdon	219.60	0.40	17	(Nationwide) Telephone conferences with D. Horst, L. Delehey and C. MacElree regarding Pitchersky settlement
04/19/13	J. Langdon	274.50	0.50	17	(Nationwide) Revise settlement agreement
04/21/13	J. Langdon	54.90	0.10	17	(Nationwide) Draft memoranda regarding Pitchersky settlement

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04/22/13 L. McGlinn	213.30	0.60	17	(Nationwide) Review settlement documents
04/22/13 J. Langdon	109.80	0.20	17	(Nationwide) Memoranda to and from A. Cooper regarding settlement agreement
04/22/13 J. Langdon	164.70	0.30	17	(Nationwide) Revise settlement agreement
04/30/13 J. Langdon	54.90	0.10	17	(Nationwide) Draft memoranda regarding Pitchersky settlement
<b>Total Hours</b>	<b>39.40</b>			
				<b>Total for Legal Fees \$16,924.95</b>

#### Disbursements and Service Charges

Messenger Charges	28.00
Travel Expense - Change and service fees for J. Langdon for canceled travel to Philadelphia, PA 04/09/13	178.00

<b>Total for Disbursements and Service Charges</b>	<b>\$206.00</b>
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<b>Total This Invoice</b>	<b>\$17,130.95</b>
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#### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
L. McGlinn	Other Attorney	23.80	355.50	8,460.90
K. Schmidt	Partner	1.00	454.50	454.50
T. Kelly	Partner	0.10	490.50	49.05
J. Langdon	Partner	14.50	549.00	7,960.50
<b>Total all Timekeepers</b>		<b>39.40</b>		<b>16,924.95</b>

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MINNEAPOLIS OFFICE  
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC Mortgage, LLC  
Attn.: John G. Hromy, Associate Counsel  
Legal Staff - Mail Code 190-FTW-L95  
1100 Virginia Drive  
Fort Washington, PA 19034

May 20, 2013  
Invoice No. 1874794

Client-Matter No.: 483413-00011  
Navigate Advisors LLC

**For Legal Services Rendered Through April 30, 2013**

**INVOICE TOTAL**

Total For Current Legal Fees	\$1,439.10
<b>Total For Current Invoice</b>	<b>\$1,439.10</b>

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:  
Dorsey & Whitney LLP  
P.O. Box 1680  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

ABA Routing Number: 091000022  
Account Number: 1602-3010-8500  
Swift Code: USBKUS44IMT

**Please make reference to the invoice number**

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



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Legal Staff - Mail Code 190-FTW-L95  
1100 Virginia Drive  
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**Client-Matter No: 483413-00011**

**Navigate Advisors LLC**  
**Client Reference #: 720650**

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**For Legal Services Rendered Through April 30, 2013**

04/01/13	A. Brantingham	190.80	0.80	18	Review file
04/02/13	J. Langdon	549.00	1.00	18	Review Mayer Brown background documents
04/02/13	J. Langdon	54.90	0.10	18	Telephone conference with A. Brantingham regarding Mayer Brown background documents
04/03/13	J. Langdon	54.90	0.10	18	Draft memoranda regarding upcoming conference with B. Smith
04/08/13	A. Brantingham	95.40	0.40	18	Telephone conference with B. Smith and J. Langdon regarding case strategy
04/08/13	J. Langdon	274.50	0.50	18	Telephone conference with B. Smith regarding background and potential for FINRA arbitration
04/09/13	J. Langdon	54.90	0.10	18	Research regarding broker-dealer status of Navigate
04/09/13	J. Langdon	54.90	0.10	18	Draft memorandum regarding

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				broker-dealer status of Navigate
04/09/13	J. Langdon	54.90	0.10	Analyze potential arbitration
04/18/13	J. Langdon	54.90	0.10	Draft memoranda regarding status of inquiry regarding contract
<b>Total Hours</b>		<b>3.30</b>		
			<b>Total for Legal Fees</b>	<b>\$1,439.10</b>
			<b>Total This Invoice</b>	<b>\$1,439.10</b>

### Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	1.20	238.50	286.20
J. Langdon	Partner	2.10	549.00	1,152.90
<b>Total all Timekeepers</b>		<b>3.30</b>		<b>1,439.10</b>

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